

RECORDATION NO. 25971 FILED

NOV 17 '05 1:03 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

November 17, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of September 29, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Seller: General Electric Railcar Services Corporation
161 North Clark Street
Chicago, Illinois 60601

[Buyer: Midwest Railcar Corporation
4949 Autumn Oaks Drive, Suite B
Maryville, Illinois 62062]

Mr. Vernon A. Williams
November 17, 2005
Page 2

A description of the railroad equipment covered by the enclosed document is:

37 railcars within the series KCS 312012 - KCS 312053 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Bill of Sale.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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BILL OF SALE

SURFACE TRANSPORTATION BOARD

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, General Electric Railcar Services Corporation ("Seller"), does hereby sell, transfer and assign to Midwest Railcar Corporation ("Buyer") all of Seller's rights, title and interest in and to the equipment described in Schedule 1 hereto, subject to the terms and conditions of the Purchase Agreement, dated as of September 29, 2005, between Seller and Buyer, and the Assignment and Assumption Agreement, dated September 29, 2005, between Seller and Buyer.

General Electric Railcar Services Corporation

By: 

Name: Mark A. Stefani

Title: Vice President

Date: September 29, 2005

Schedule 1

(List of Equipment)

<u>Unit Count</u>	<u>Lessee</u>	<u>AAR Reporting Mark</u>
1	The Kansas City Southern Railway Company	KCS 312012
2	The Kansas City Southern Railway Company	KCS 312013
3	The Kansas City Southern Railway Company	KCS 312014
4	The Kansas City Southern Railway Company	KCS 312015
5	The Kansas City Southern Railway Company	KCS 312016
6	The Kansas City Southern Railway Company	KCS 312017
7	The Kansas City Southern Railway Company	KCS 312018
8	The Kansas City Southern Railway Company	KCS 312019
9	The Kansas City Southern Railway Company	KCS 312020
10	The Kansas City Southern Railway Company	KCS 312021
11	The Kansas City Southern Railway Company	KCS 312022
12	The Kansas City Southern Railway Company	KCS 312024
13	The Kansas City Southern Railway Company	KCS 312026
14	The Kansas City Southern Railway Company	KCS 312027
15	The Kansas City Southern Railway Company	KCS 312028
16	The Kansas City Southern Railway Company	KCS 312029
17	The Kansas City Southern Railway Company	KCS 312030
18	The Kansas City Southern Railway Company	KCS 312031
19	The Kansas City Southern Railway Company	KCS 312032
20	The Kansas City Southern Railway Company	KCS 312033
21	The Kansas City Southern Railway Company	KCS 312034
22	The Kansas City Southern Railway Company	KCS 312035
23	The Kansas City Southern Railway Company	KCS 312036
24	The Kansas City Southern Railway Company	KCS 312037
25	The Kansas City Southern Railway Company	KCS 312038
26	The Kansas City Southern Railway Company	KCS 312039
27	The Kansas City Southern Railway Company	KCS 312042
28	The Kansas City Southern Railway Company	KCS 312044
29	The Kansas City Southern Railway Company	KCS 312045
30	The Kansas City Southern Railway Company	KCS 312046
31	The Kansas City Southern Railway Company	KCS 312047
32	The Kansas City Southern Railway Company	KCS 312048
33	The Kansas City Southern Railway Company	KCS 312049
34	The Kansas City Southern Railway Company	KCS 312050
35	The Kansas City Southern Railway Company	KCS 312051
36	The Kansas City Southern Railway Company	KCS 312052
37	The Kansas City Southern Railway Company	KCS 312053

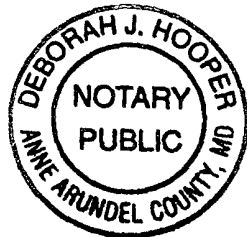
STATE OF MARYLAND
SS:
CITY OF BALTIMORE

THIS IS TO CERTIFY that the attached Bill of Sale is a true and complete copy
of said Bill of Sale.

WITNESS my hand and seal this 1st day of November, 2005.

Deborah J. Hooper
Notary Public

My Commission Expires:



My Commission Expires
July 01, 2006

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7	The Kansas City Southern Railway Company	KCS	312018
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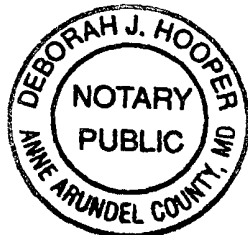
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